

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,
Debtors.

Chapter 11
Case No. 08-13555 (JMP)

**LEHMAN BROTHERS HOLDINGS INC. and
OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS
HOLDINGS INC.,**

Adversary Proceeding
No. 10-03266 (JMP)

**Plaintiff/Counterclaim-Defendant
and Plaintiff Intervenor,**

-against-

JPMORGAN CHASE BANK, N.A..

Defendant/Counterclaimant.

**DECLARATION OF ALEXANDER B. LEES IN SUPPORT OF
JPMORGAN'S MOTION TO WITHDRAW THE REFERENCE**

Alexander B. Lees, an attorney duly admitted to practice in the State of New York, affirms under penalty of perjury as follows:

1. I am an associate of the law firm Wachtell, Lipton, Rosen & Katz, counsel to JPMorgan Chase Bank, N.A. ("JPMorgan"), the defendant/counterclaimant in this adversary proceeding.

2. Annexed hereto as Exhibit A is a copy of the First Amended Complaint of Lehman Brothers Holdings Inc. (“Lehman Brothers”) and the Official Committee of Unsecured Creditors of Lehman Brothers, dated September 15, 2010.

3. Annexed hereto as Exhibit B is a copy of the Amended Counterclaims of JPMorgan, dated February 17, 2011.

4. Annexed hereto as Exhibit C is a copy of the Clearance Agreement, dated June 15, 2000, between Lehman Brothers Inc. and The Chase Manhattan Bank, as predecessor-in-interest to JPMorgan.

5. Annexed hereto as Exhibit D is a copy of the Guaranty, dated August 26, 2008, made by Lehman Brothers in favor of JPMorgan.

6. Annexed hereto as Exhibit E is a copy of the Security Agreement, dated August 26, 2008, between Lehman Brothers and JPMorgan.

7. Annexed hereto as Exhibit F is a copy of the Guaranty, dated September 9, 2008, made by Lehman Brothers in favor of JPMorgan.

8. Annexed hereto as Exhibit G is a copy of the Security Agreement, dated September 9, 2008, between Lehman Brothers and JPMorgan.

9. Annexed hereto as Exhibit H is a copy of JPMorgan's Memorandum in Support of Motion to Dismiss the First Amended Complaint, dated October 19, 2010.

10. Annexed hereto as Exhibit I is a copy of Plaintiffs' Memorandum in Opposition to Motion to Dismiss, dated December 15, 2010

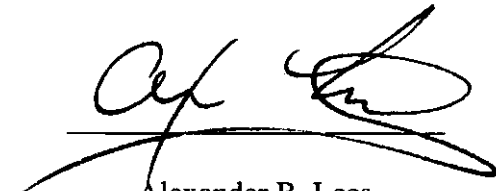
11. Annexed hereto as Exhibit J is a copy of JPMorgan's Reply in Support of Motion to Dismiss the First Amended Complaint, dated February 2, 2011.

12. Annexed hereto as Exhibit K is a copy of the bankruptcy court's Case Management Order in Relation to the Impact of *Stern v. Marshall*, dated August 15, 2011.

13. Annexed hereto as Exhibit L is a copy of the bankruptcy court's Order Amending and Modifying Case Management Order in Relation to the Impact of *Stern v. Marshall*, dated September 21, 2011.

14. Annexed hereto as Exhibit M is a copy of the Collateral Disposition Agreement among Lehman Brothers and its affiliated debtors and JPMorgan and certain of its affiliates, subsidiaries, and related entities, dated March 16, 2010.

15. Annexed hereto as Exhibit N is a copy of the publicly filed version of plaintiffs' Objection to Portions of the Proofs of Claim No. 66462 Against Lehman Brothers Holdings Inc. and No. 4939 Against Lehman Brothers Inc. of JPMorgan Chase Bank, N.A. Regarding Tri-party Repo-Related Losses, dated August 31, 2011.



Alexander B. Lees

Dated: September 26, 2011
New York, New York